

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION, CANTON**

In re:	-X	
	:	Case No. 16-60607
	:	
THOUGHTWIRE MEDIA, LLC ¹	:	Chapter 11
	:	
	:	Judge Russ Kendig
	:	
Debtor and	:	
Debtor-in-Possession.	:	
	:	
(Employer Tax I.D. No. 27-3153003)	:	

**AFFIDAVIT IN SUPPORT OF FINDING OF GOOD FAITH
OF PURCHASER OF SUBSTANTIALLY ALL OF THE ASSETS OF
THOUGHTWIRE MEDIA LLC**

STATE OF OHIO)	
)	SS:
COUNTY OF RICHLAND)	

E. Matthew Enderle, being first duly sworn, deposes and says as follows:

1. I am the Chief Operating Officer of Thoughtwire Media LLC (“Debtor”) and I am authorized to make this affidavit on its behalf. If called as a witness, I can testify competently as to the matter set forth herein. I make this affidavit in support of the Debtor’s Motion for Order Authorizing (I) the Sale of Substantially All of Its Assets, Free and Clear of Liens, Claims, Encumbrances, and Interests and (II) the Assumption and Assignment of Certain Executory

¹ The Debtor also used the following business names: VPS6; Thoughtwire Hosting; Thoughtwire Marketing; Thoughtwire Mobile; and Websites.

Contracts and Unexpired Leases (the “Motion”) and the request within the Motion for a finding of the Court that the sale is in good faith and that the purchaser of the Debtor’s assets at the sale will be entitled to the protections of section 363(m) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”). Unless otherwise defined, all capitalized terms and phrases used in this affidavit have the meaning given to them in the Motion. As part of the sale of its assets, the Debtor has accepted a bid from for its assets from Directory Concepts, Inc. (the “Bidder”).

2. I have no connection with, nor am an insider of (as “insider” is defined in section 101(31) of the Bankruptcy Code) of the Bidder or any of its affiliates, except that I am the Chief Operating Officer of the Debtor, which is an affiliate of the Bidder.

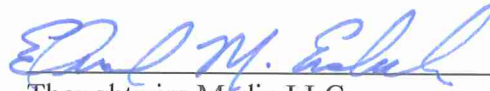
3. Furthermore, the Bidder has not promised or proposed to provide any consideration of any kind or sort, or agreement or promise of employment, in connection to the sale proposed by the Debtor as it relates to the undersigned except as set forth herein above.

4. To the best of my knowledge, the negotiations regarding the sale of the Debtor’s Assets and terms of the sale of its assets has been conducted at arm’s length, with no collusion, in good faith, with no fraud, no attempt to gain an unfair advantage for the Bidder, and the Bidder was represented by separate counsel, Jay Wagner, Esq.

5. The Bidder was determined to be a qualified credit bidder for a purchase price of \$350,000 based upon the secured loan transactions between the Bidder and the Debtor dating back to 2012 in excess of \$850,000; \$350,000 being the first traunch of the Bidder’s lending.

6. The Debtor considered credit bid offers from both Directory Concepts, Inc. and its owner, Thomas C. Hickox, and determined the credit bid of Directory Concepts, Inc. to be the highest and best offer.

7. The Debtor also contacted Mr. Eric Furlow as an experienced broker for companies similar to the Debtor. Mr. Furlow sent invitations for offers to purchase the Debtor's assets to over 2,000 potential buyers and the Debtor marketed its assets on MergerNetwork.com from March 30, 2016, through May 2, 2016, and no offers were received.

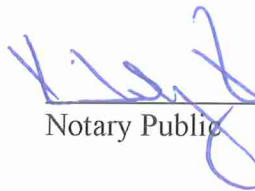


Thoughtwire Media LLC

By: E. Matthew Enderle

Title: Chief Operating Officer

SWORN TO and subscribed before me by E. Matthew Enderle, this 5TH day of May, 2016.



Notary Public



**KIMBERLY
ROSCOE**
NOTARY PUBLIC,
STATE OF OHIO
My Commission
Expires
Oct. 8, 2019